

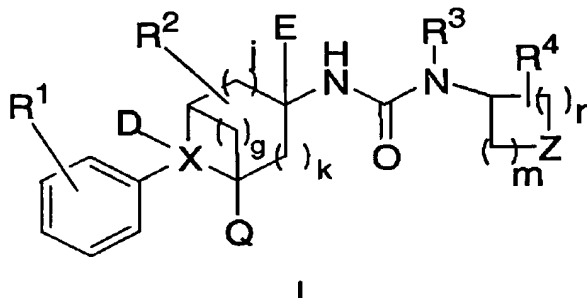
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This listing of claims will replace all prior versions, and listings, of claims in the application (Amendments **highlighted in bold**, language to be added underlined, language to be deleted ~~stricken through~~.)

1. (currently amended) A compound represented by the structural formula



or a pharmaceutically acceptable salt or solvate thereof, wherein:

X is **independently N or C**;

Z is **independently NR⁸ or CR³R⁸**;

D is independently H, -OH, -alkyl or substituted -alkyl with the proviso that when X is N, D and the X-D bond are absent;

E is independently H, -alkyl or substituted -alkyl, or D and E can independently be joined together via a -(CH₂)_p- bridge;

Q is independently H, -alkyl or substituted -alkyl, or D, X, Q and the carbon to which Q is attached can jointly form a 3 to 7-membered ring;

g, j, k, m and n can be the same or different and are independently selected;

g is 0 to 3 and when g is 0, the carbons to which (CH₂)_g is shown connected are no more linked;

j and k are independently 0 to 3 such that the sum of j and k is 0, 1, 2 or 3;

m and n are independently 0 to 3 such that the sum of m and n is 1, 2, 3, 4 or 5;

p is 1 to 3;

R¹ is 1 to 5 substituents which can be the same or different, each R¹ being independently selected from the group consisting of hydrogen, hydroxy, halogen, haloalkyl, -alkyl, substituted -alkyl, -cycloalkyl, CN, alkoxy, cycloalkoxy, alkylthio, cycloalkylthio, -NR⁵R⁶, -NO₂, -CONR⁵R⁶, -NR⁵COR⁶, -NR⁵CONR⁵R⁶ where the two R⁵ moieties can be the same or different, -NR⁶C(O)OR⁷, -C(O)OR⁶, -SOR⁷, -SO₂R⁷, -SO₂NR⁵R⁶, aryl and heteroaryl;

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R^2 is 1 to 6 substituents which can be the same or different, each R^2 being independently selected from the group consisting of hydrogen, -alkyl, substituted -alkyl, alkoxy, and hydroxy, with the proviso that when X is N and R^2 is hydroxy or alkoxy, R^2 is not directly attached to a carbon adjacent to X;

R^3 is independently hydrogen, -alkyl or substituted -alkyl;

R^4 is 1 to 6 substituents which can be the same or different, each R^4 being independently selected from hydrogen, -alkyl, substituted -alkyl, alkoxy, and hydroxy, with the proviso that when Z is NR^8 and R^4 is hydroxy or alkoxy, R^4 is not directly attached to a carbon adjacent to the NR^8 ;

R^5 and R^6 are independently hydrogen, -alkyl, substituted -alkyl or -cycloalkyl;

R^7 is independently -alkyl, substituted -alkyl or -cycloalkyl;

R^8 is independently selected from the group consisting of hydrogen, -alkyl, substituted -alkyl, -cycloalkyl, -alkylcycloalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, $-SO_2R^{10}$, $-SO_2NR^5R^{11}$, $-C(O)R^{11}$, $-C(O)NR^5R^{11}$ and $-C(O)OR^{10}$;

R^9 is independently hydrogen, -alkyl, substituted -alkyl, hydroxy, alkoxy, $-NR^5R^{11}$, aryl, or heteroaryl; or R^3 and R^9 can be joined together and with the carbon to which they are attached form a carbocyclic or heterocyclic ring having 3 to 7 ring atoms;

R^{10} is -alkyl, substituted -alkyl, -cycloalkyl, -alkylcycloalkyl, aryl or heteroaryl;
and

R^{11} is independently hydrogen, -alkyl, substituted -alkyl, -cycloalkyl, aryl or heteroaryl.

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2. (original) The compound of claim 1 or a pharmaceutically acceptable salt or solvate thereof, wherein

R^1 is 1 to 5 substituents which can be the same or different, each R^1 being independently selected from the group consisting of Cl, Br, I or F;

X is N;

D is absent and the X-D bond is absent;

E is H;

g is O;

j is 1;

k is 1;

m is 2;

n is 2;

R^2 is H;

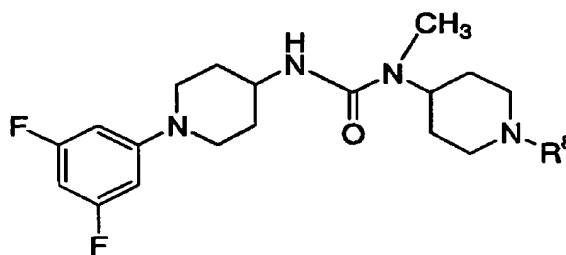
R^3 is methyl;

R^4 is H;

and

Z is NR^8 , where R^8 is independently selected from the group consisting of hydrogen, -alkyl, substituted -alkyl, -cycloalkyl, -alkylcycloalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, $-SO_2R^{10}$, $-SO_2NR^5R^{11}$, $-C(O)R^{11}$, $-C(O)NR^5R^{11}$ and $-C(O)OR^{10}$.

3. (original) A compound represented by the structural formula





or a pharmaceutically acceptable salt or solvate thereof, wherein R^8 is defined in the following table:

R^8

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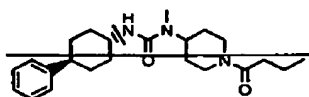
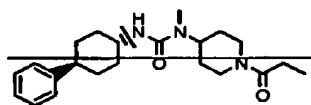
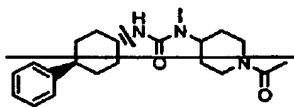
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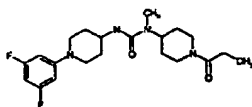
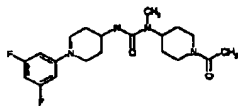
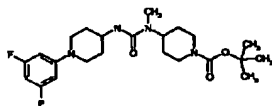
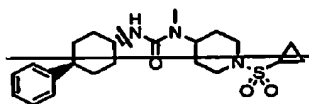
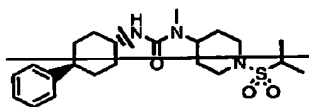
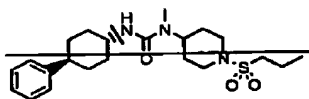
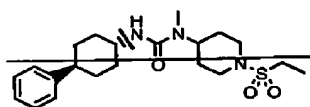
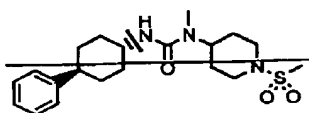
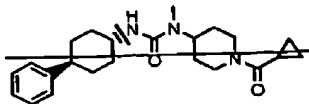
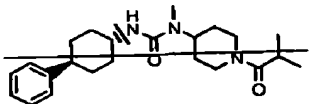
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-COCH ₂ CH ₃
-CO- 
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-CO(CH ₂) ₂ CH ₃
-COOC(CH ₃) ₃
-SO ₂ CH ₃
SO ₂ CH ₂ CH ₃
-SO ₂ - 
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-SO ₂ (CH ₂) ₂ CH ₃
-SO ₂ Ph

Claim 4 (canceled)

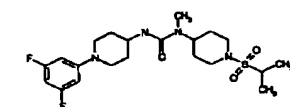
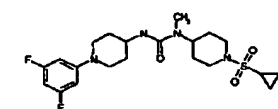
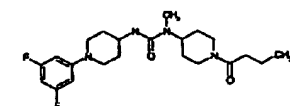
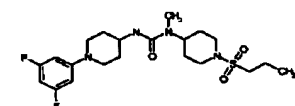
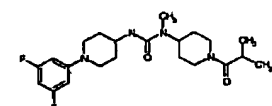
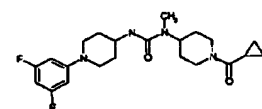
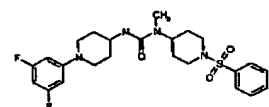
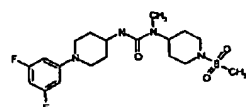
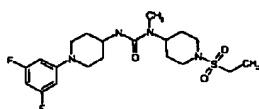
5. (currently amended) A compound of claim 1 selected from the group consisting of



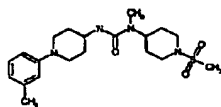
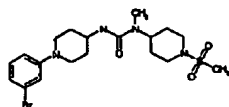
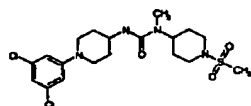
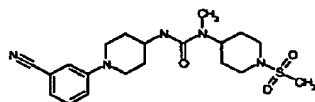
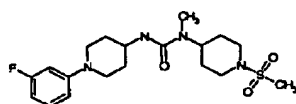
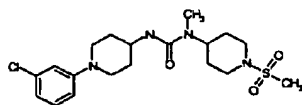
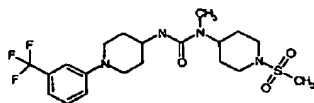
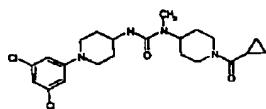
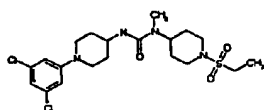
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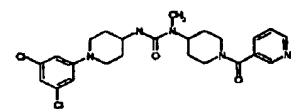
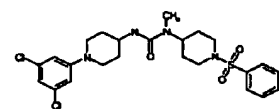
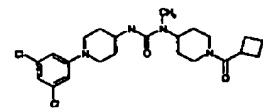
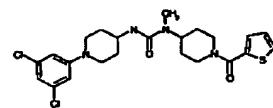
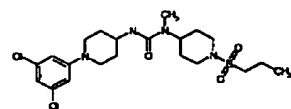
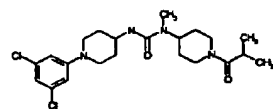
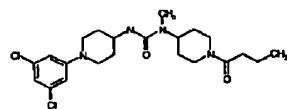
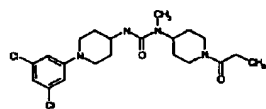
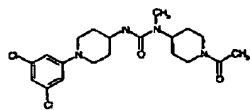
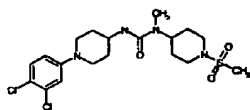
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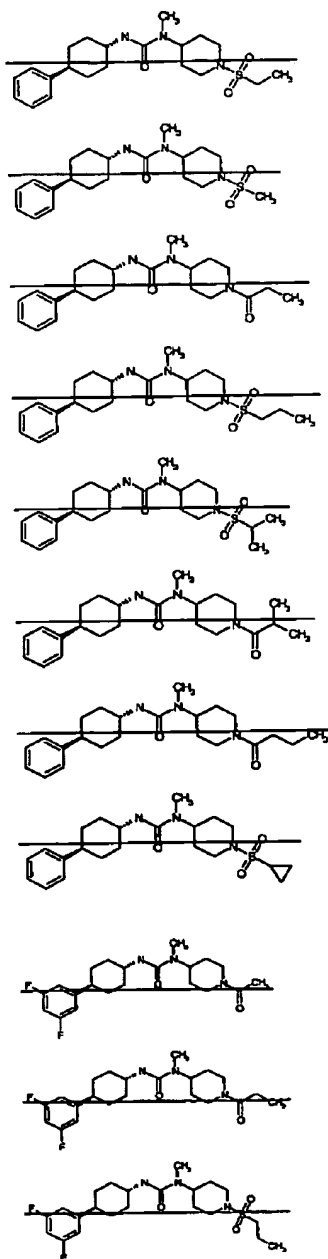
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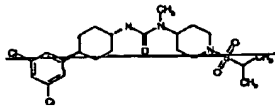
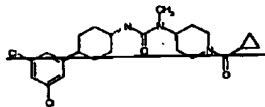
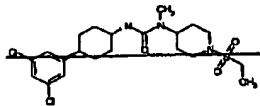
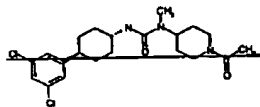
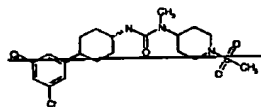
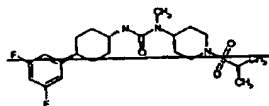
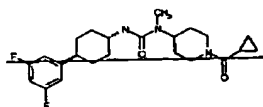
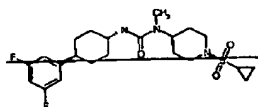
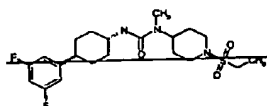
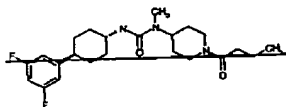
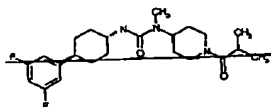
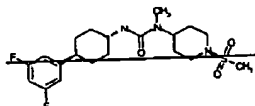
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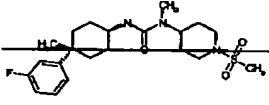
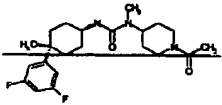
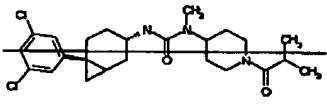
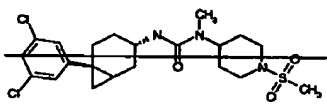
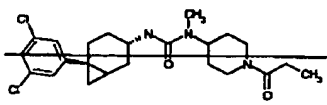
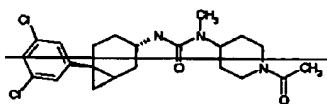
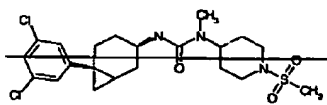
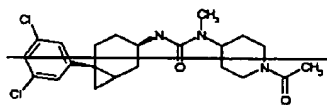
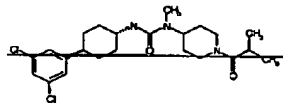
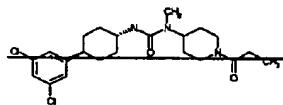
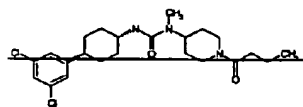
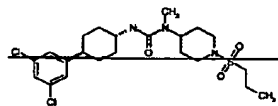
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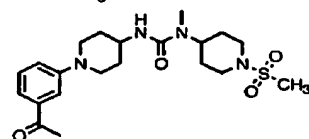
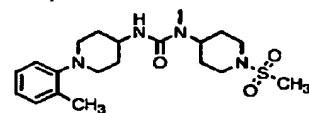
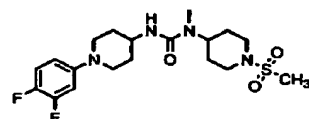
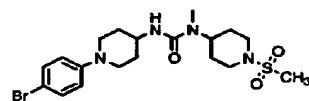
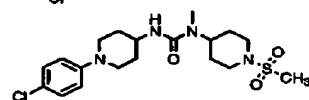
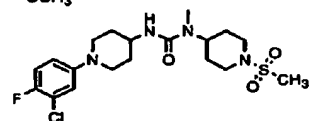
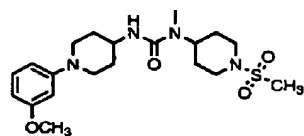
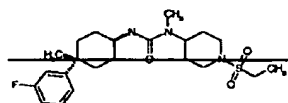
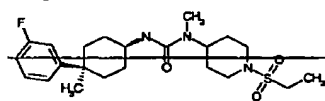
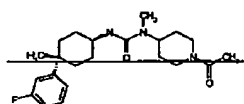
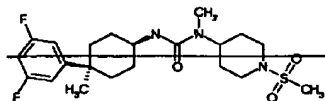
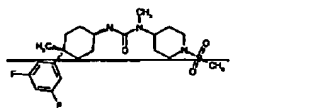
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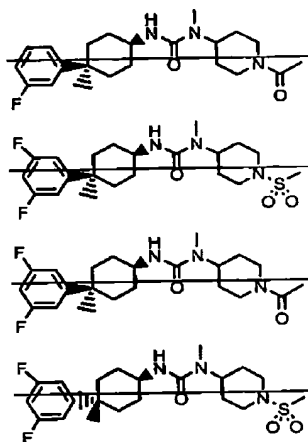
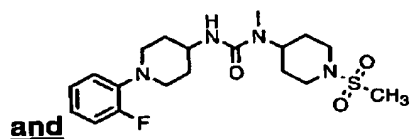
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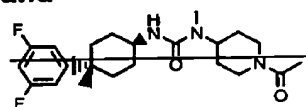
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and



or a pharmaceutically acceptable salt or solvate of said compound.

Claim 6. (canceled)

Claim 7.(canceled)

Claim 8. (canceled)

9. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

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10. (currently amended) A method of treating a metabolic disorder, **eating disorder hyperphagia** or diabetes comprising administering an effective amount of a compound of claim 1 to a mammal in need of such treatment.

11. (original) A pharmaceutical composition, which comprises an effective amount of a compound as, defined in claim 1 and a pharmaceutically acceptable carrier thereof.

12. (currently amended) A method of treating metabolic ~~or eating~~ disorders, **hyperphagia or diabetes** comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of claim 1 or a pharmaceutically acceptable salt of said compound.

13. (original) The method of claim 10 wherein said metabolic disorder is obesity.

Claim 14. (canceled)

15. (currently amended) A method of treating disorders **associated with caused by** obesity comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of claim 1 or a pharmaceutically acceptable salt of said compound.

16. (currently amended) The method of claim 15 wherein said disorders **associated with caused by** obesity are Type II Diabetes, insulin resistance, hyperlipidemia and hypertension.

Claim 17. (canceled)

Claim 18. (canceled)

Claim 19. (canceled)

20. (original) A pharmaceutical composition made by combining the compound of claim 1 and a pharmaceutically acceptable carrier therefor.

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21. (original) A process for making a pharmaceutical composition comprising combining a compound of claim 1 and a pharmaceutically acceptable carrier.

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